

SUPPLEMENT

DATED 10 DECEMBER 2024

to the Prospectus dated 31 October 2024 in respect of an offer for the sale by the Selling Shareholders of 22,987,600 ordinary shares of a nominal value of €0.10 each at an Offer Price of €0.45 per ordinary share in

Computime Holdings p.l.c.

a public limited liability company registered under the laws of Malta with company registration number C 74592

ISIN: MT0002840107

Sponsor & Manager

**CURMI &
PARTNERS**

Registrar



Legal Counsel



This supplement (the '**Supplement**') to the Prospectus constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with an offer for the sale by the Selling Shareholders of 22,987,600 ordinary shares of a nominal value of €0.10 each at an Offer Price of €0.45 per ordinary share in Computime Holdings p.l.c.

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement has been approved by the MFSA as the competent authority under the Prospectus Regulation. The MFSA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of the Prospectus and this Supplement and prospective investors should make their own assessment as to the suitability of investing in the securities.

The Company has taken all reasonable care to ensure that the information contained in this Supplement as a supplement to the Prospectus dated 31 October 2024 is, to the best of its knowledge, in accordance with the fact and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus capable of affecting the assessment of securities issued pursuant to the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus (as supplemented at the date hereof) by the Company.

Purpose

The Company has prepared this Supplement pursuant to Article 23 of the Prospectus Regulation to disclose the granting by the MFSA of a derogation under Rule 3.26 of the Capital Markets Rules. This derogation allows the Company to float a minimum of 10% of its issued share capital, instead of the otherwise applicable minimum threshold of 25% prescribed under the same Rule. The MFSA granted this derogation on 10 December 2024, after considering a number of factors put forward by the Company that demonstrated to the satisfaction of the MFSA that the extent of the Shares' distribution to the public would enable the market to operate properly notwithstanding the reduced free float.

Furthermore, consequent to the granting of the derogation described above, the following changes to the Securities Note and Summary shall hereinafter apply:

- a. Terms and Conditions of the Share Offer (in Section 5.6.1 of the Securities Note): references in paragraphs 1 and 9 to "25%" shall be replaced by "10%";
- b. Refunds (in Section 5.6.5 of the Securities Note): reference to "25%" shall be replaced by "10%";
- c. Allocation Policy (in Section 5.10 of the Securities Note and Section 3.1.3 of the Summary): reference to "25%" shall be replaced by "10%";
- d. Shares in Public Hands (in Section 5.11 of the Securities Note): reference to "25%" shall be replaced by "10%";
- e. General terms and conditions (in Section 3.1.1 of the Summary): references to "25%" shall be replaced by "10%".

Other Information

In order to ensure that the Prospectus is read in light of all relevant updates, the Company considers it appropriate to refer investors to the decision of the Board to extend the Offer Period for the Shares to 16 December 2024, as was previously communicated to the public on 28 November 2024 by way of an extension notice published on the Company's website. Whilst this extension did not and does not, in and of itself, require the issuance of a supplement in terms of the Prospectus Regulation, the Prospectus should be read and interpreted in light of such extension notice.

Right of Withdrawal

In accordance with Article 23(2)(a) of the Prospectus Regulation, investors who subscribed for the Offer Shares before 10 December 2024 are entitled to withdraw their Application within two (2) Business Days following the publication of this Supplement. Applicants who wish to avail themselves of the right to withdraw their Application are to contact their respective Authorised Financial Intermediary with which the Application Form has been lodged within the timelines stipulated above. The final date of such right of withdrawal is 12 December 2024. No withdrawals will be accepted after such date.

Save for the derogation to the minimum float rule and the extension of the Offer Period (and consequent changes) as described above, all terms of the Share Offer as specified in the Prospectus remain unchanged.

Approved by the Board of Directors



Mario Mizzi



Andrew Borg

Signing in their own capacity as directors of the Company and on behalf of each of

Anthony Mahoney, John Wood, Louis Bellizzi and Noel Mizzi